

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

RECORDED 10905-E, F, G, H
FILED

March 7, 1996 MAR 7 1996 11 50 AM

FILED

Recordation No. 10905-E, F, G, and H

Dear Mr. Williams:

On behalf of The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company), ("Bank"), I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of four (4) secondary documents, not previously recorded, each document being a full release and termination of an earlier recorded document under Recordation No. 10905 and subparts thereof, as follows:

1. Full Release and Termination of Conditional Sale Agreement Recorded with the Interstate Commerce Commission under Recordation No. 10905, ("CSA Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

— RELEASING PARTY

The aforesaid CSA Release is a full release and termination of the Conditional Sale Agreement recorded under Recordation No. 10905 and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-E."

The equipment covered by the enclosed CSA Release is all the rolling stock covered by the aforesaid Conditional Sale Agreement.

INTERSTATE COMMERCE
COMMISSION
RECEIVED
MAR 7 11 42 AM '96

County of New York

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Honorable Vernon A. Williams

March 7, 1996

A short summary of the CSA Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Conditional Sale Agreement filed under Recordation No. 10905."

2. Full Release and Termination of Agreement and Assignment Recorded with the Interstate Commerce Commission under Recordation No. 10905-A, ("Assignment Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to Mercantile - Safe Deposit and Trust Company), as agent 101 Barclay Street New York, NY 10286	—	RELEASING PARTY
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The aforesaid Assignment Release is a full release and termination of the Agreement and Assignment recorded under Recordation No. 10905-A and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-F."

The equipment covered by the enclosed Assignment Release is all the rolling stock covered by the aforesaid Agreement and Assignment.

A short summary of the Assignment Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Agreement and Assignment filed under Recordation No. 10905-A."

3. Full Release and Termination of Lease of Railroad Equipment Recorded with the Interstate Commerce Commission under Recordation No. 10905-B, ("Lease Release"), made as of March 1, 1996, party thereto is:

Consolidated Rail Corporation 2001 Market Street Philadelphia, PA 19101-1425	—	LESSEE/RELEASING PARTY
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Honorable Vernon A. Williams

March 7, 1996

The CIT Group/Equipment Financing, — LESSOR/RELEASING PARTY
Inc. (successor in interest to Merrill
Lynch Leasing Inc.)
1211 Avenue of the Americas
New York, NY 10036

The aforesaid Lease Release is a full release and termination of the Lease of Railroad Equipment recorded under Recordation No. 10905-B and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-G."

The equipment covered by the enclosed Lease Release is all the rolling stock covered by the aforesaid Lease of Railroad Equipment.

A short summary of the Lease Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Lease of Railroad
Equipment filed under Recordation No. 10905-B."

4. Full Release and Termination of Assignment of Lease and Agreement Recorded with the Interstate Commerce Commission under Recordation No. 10905-C, ("Lease Assignment Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to — RELEASING PARTY
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

The aforesaid Lease Assignment Release is a full release and termination of the Assignment of Lease and Agreement recorded under Recordation No. 10905-C and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-H."

The equipment covered by the enclosed Lease Assignment Release is all the rolling stock covered by the aforesaid Assignment of Lease and Agreement.

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

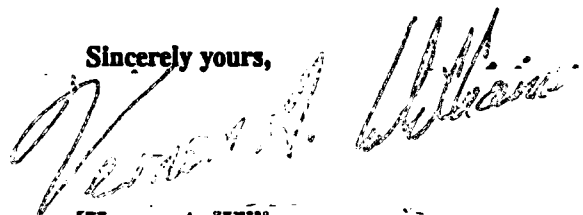
3/7/96

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/7/96 at 11:50AM, and assigned recordation number(s). 10905-E, 10905-F, 10905-G and 10905-H.

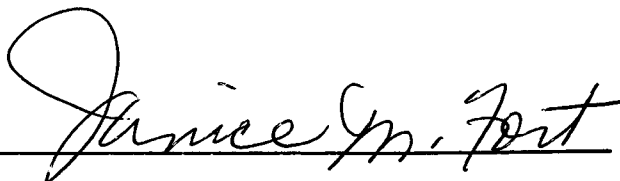
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



10905-E

**FULL RELEASE AND TERMINATION
OF**

**CONDITIONAL SALE AGREEMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 10905**

THIS FULL RELEASE AND TERMINATION OF CONDITIONAL SALE AGREEMENT is made as of March 1, 1996, by The Bank of New York (successor in interest to Mercantile-Safe Deposit and Trust Company), as agent ("Agent") under that certain Participation Agreement dated as of September 1, 1979 among Agent, Consolidated Rail Corporation, The CIT Group/Equipment Financing, Inc. (as successor in interest to Merrill Lynch Leasing, Inc.) and the parties named in Schedules A and B thereto, for the benefit of The CIT Group/Equipment Financing, Inc. ("Vendee").

WITNESSETH

WHEREAS, The Chessie Corporation ("Vendor") and Vendee, as successor in interest to Merrill Lynch Leasing Inc., are parties to that certain Conditional Sale Agreement dated as of September 1, 1979, as may have been amended from time to time, recorded October 19, 1979 with the Interstate Commerce Commission under Recordation No. 10905 (the "Conditional Sale Agreement"); and

WHEREAS, under the terms of the Conditional Sale Agreement, Vendor retained a security title and interest in certain of Vendee's assets more particularly described in Exhibit A hereto (the "Equipment"); and

WHEREAS, Vendor has assigned its interest in the Conditional Sale Agreement to Agent pursuant to the Agreement and Assignment dated as of September 1, 1979 between Vendor and Agent; and

WHEREAS, the obligations secured by the Conditional Sale Agreement have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Agent does hereby release and terminate *in toto* the aforesaid Conditional Sale Agreement and fully releases and discharges all Equipment described and covered therein and thereby.

IN WITNESS WHEREOF, Agent has duly executed this ***FULL RELEASE AND TERMINATION OF CONDITIONAL SALE AGREEMENT*** as of this 1st day of March, 1996.

THE BANK OF NEW YORK, as agent

By: 

Name: STEPHEN J. GIURLANDO

Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK }
 } ss:
COUNTY OF NEW YORK }

I hereby certify that on this 1st day of March, 1996 before me, a Notary Public of the State of New York, personally appeared STEPHEN J. GIURLANDO, the ASSISTANT VICE PRESIDENT of THE BANK OF NEW YORK, a New York banking corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its ASSISTANT VICE PRESIDENT.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal.



[SEAL]



Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 18, 1996

My Commission Expires: _____

EXHIBIT A

530 100-ton open top hopper cars, AAR Mechanical Designation HT, road numbers CR491890-492425, excluding CR492050, CR492181, CR492230, CR492285, CR492382 and CR492412.